

ORRICK, HERRINGTON & SUTCLIFFE LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11**
: :
GENERAL MOTORS CORPORATION, et al., : **Case No. 09-50026 (REG)**
: :
: **(Jointly Administered)**
Debtors. : **x**

**SECOND AMENDED VERIFIED STATEMENT OF ORRICK,
HERRINGTON & SUTCLIFFE LLP PURSUANT TO FED. R. BANKR. P. 2019**

Orrick, Herrington & Sutcliffe LLP (“Orrick”) hereby submits this second amended verified statement (the “Second Amended Verified Statement”) pursuant to Fed. R. Bankr. P. 2019(a) as follows:

1. Orrick filed its original Verified Statement on June 11, 2009 [Docket No. 652]. Orrick filed its Amended Verified Statement on June 15, 2009 [Docket No. 1414]. Orrick is filing this Second Amended Verified Statement to add the entity identified in item 7 on Exhibit A attached hereto.

2. Orrick represents the entities listed on Exhibit A hereto (collectively, the “**Entities**”). The mailing addresses of each of the Entities is set forth on Exhibit A.

3. The members of the Dealers Committee and the NDC¹, and each of the other Entities, hold claims against one or more of the Debtors arising out of applicable agreements, law or equity, pursuant to their respective relationships with one or more of the Debtors. The claims held by each of the Entities (or in the case of the Dealers Committee or the NDC, by its members) have not yet been determined, and none of the Entities have yet filed a proof of claim. One or more of these Entities may hold claims against or interests in one or more of the Debtors in addition to those disclosed herein that do not fall within the scope of Orrick’s representation of such Entities.

4. Each of these Entities has separately requested that Orrick represent it in connection with the Debtors’ chapter 11 cases. Orrick also represents, or may have represented or advised, other parties in interest, including with respect to possible claims against one or more of the Debtors, that have not been included in this Second Amended Verified Statement because, to Orrick’s knowledge, those parties do not currently intend to appear in these cases, or because such representations have concluded.

5. As of the date hereof, upon information and belief, Orrick does not hold any claims against, or equity interests in, the Debtors.

¹ As explained in Exhibit A, the “**Dealers Committee**” refers to the Unofficial GM Dealers Committee and the “**NDC**” refers to the GM National Dealer Council.

6. Orrick reserves the right to revise, supplement or amend this Second Amended Verified Statement as necessary.

7. Orrick makes this Second Amended Verified Statement solely for disclosure purposes pursuant to Rule 2019, and nothing herein is, or should be construed as, an admission, acknowledgement, or waiver by any of the Entities, and in the case of the Dealers Committee and the NDC, by any members thereof.

8. The undersigned hereby verifies under oath that this Second Amended Verified Statement is true and accurate, to the best of the undersigned's knowledge, information and belief.

Dated: November 6, 2009
New York, New York

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ Roger Frankel
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EXHIBIT A

1. Orrick represents the Unofficial GM Dealers Committee (the “**Dealers Committee**”). The Dealers Committee was formed prior to the Petition Date by the GM National Dealer Council (the “**NDC**”) in coordination with the National Automobile Dealers Association (“**NADA**”). The NDC’s dealer members, consisting of 15 GM dealers elected by all GM dealers, serve as a liaison with GM on virtually all matters pertaining to the sale and servicing of GM vehicles and represent the collective interests of the more than 6,000 GM dealers throughout the United States. The NDC originally retained Orrick, and then formed the Dealers Committee and authorized Orrick to represent the Dealers Committee, in connection with GM’s restructuring efforts. The members of the Dealers Committee, who collectively sell and service vehicles under a variety of GM brands in locations all over the country, are:

- | | |
|------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) Ballweg Automotive Group
P.O. Box 620350
3605 Tribeca Drive
Middletown, WI 53562
Attention: Mr. Jason Brickl | (e) Paddock Chevrolet, Inc.
3232 Delaware Avenue
Kenmore, NY 14217
Attention: Mr. Duane Paddock |
| (b) Bradshaw Automotive Group, Inc.
14000 E. Wade Hampton Boulevard
Greer, SC 29651
Attention: Mr. William Bradshaw | (f) Ron Tonkin Dealership
122 NE 122nd Avenue
Portland, OR 97230
Attention: Mr. Edward Tonkin |
| (c) Dudley Martin Chevrolet
8000 Sudley Road
Manassas, VA 20109
Attention: Mr. Michael Martin | (g) Ex Officio Member:
National Automobile Dealers
Association
8400 Westpark Drive
McLean, VA 22102
Attention: Andrew Koblentz, Esq.
James Moors, Esq. |
| (d) Hudson Pontiac Buick GMC
Truck, Inc.
2023 South Road
Poughkeepsie, NY 12601
Attention: Mr. Michael Mullaney | |

Neither the Dealers Committee nor NDC holds claims against or interests in the Debtors. Orrick does not represent any individual dealer, including the individual dealers which are members of the Dealers Committee or the NDC, other than as set forth in paragraph 2 below with respect to Paddock Chevrolet, Inc.

Approximately 1250 GM dealerships have made financial contributions to NDC to, among other things, facilitate NDC's and the Dealers Committee's retention of Orrick. Orrick does not represent any of the contributing dealerships, other than as set forth in paragraph 2 below with respect to Paddock Chevrolet, Inc.

NADA initially advanced funds to support the NDC's and the Dealers Committee's retention of Orrick. Orrick does not represent NADA in these cases.

2. Orrick represents Paddock Chevrolet, Inc., ("**Paddock Chevrolet**") in its capacity as a member of the Official Committee of Unsecured Creditors in these cases; Orrick does not represent Paddock Chevrolet in its individual capacity, and does not represent Mr. Paddock personally. Paddock Chevrolet is chair of the NDC and a co-chair of the Dealers Committee. Paddock Chevrolet's address is set forth in paragraph 1.

3. Orrick represents APL Logistics Transportation Management Services, Ltd., APL Logistics Ltd., APL Co. Pte. Ltd., and American President Lines, Ltd. (collectively, "**APL**"), as creditors, based on their provision of shipping, trucking, warehousing and other logistical services. Certain of APL's claims are secured by contractual or statutory liens. APL may be contacted at: 16220 North Scottsdale Road, Scottsdale, Arizona 85254-1781.

4. Orrick represents Hella Corporate Center USA, Inc. and certain affiliated entities, as creditors, based upon sales of automotive parts to one or more of the Debtors. These entities may be contacted at: 43811 Plymouth Oaks Blvd., Plymouth, Michigan 48170 (Attn: John T. Bulger, Esq.).

5. Orrick represents Behr-Hella Thermocontrol GmbH (“**BHTC**”), as a creditor, based upon sales of automotive parts to one or more of the Debtors. BHTC may be contacted at: 43811 Plymouth Oaks Blvd., Plymouth, Michigan 48170 (Attn: John T. Bulger, Esq.).

6. Orrick represents Finmeccanica SpA in connection with a prepetition settlement agreement with GM that has been almost fully performed by all parties, except for a remaining unfulfilled obligation on the part of GM. Finmeccanica may be contacted at: Finmeccanica S.p.A., Attention: Legal Department, Piazza Monte Grappa, 4 00195 Roma, Italy.

7. Orrick represents Koch Supply & Trading, LP (“**KS&T**”), as a creditor, based upon a series of transactions governed by a certain ISDA Master Agreement. KS&T may be contacted at: 4111 East 37th Street North, Wichita, Kansas 67220 (Attn: John Wingate, Esq.).